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## Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

## Listing of Claims:

1-5. (Cancelled)

6. (Currently amended) A compound of the formula:

(II)

where E is NR<sup>11</sup>, O; S, CR<sup>11</sup>=CR<sup>12</sup>, or CR<sup>14</sup>=N, where R<sup>11</sup> and R<sup>12</sup> are independently alkyl, aryl, heteroaryl, halogen, hydroxy, alkoxy, or CONR<sub>2</sub><sup>1</sup>;

D is NR<sup>10</sup>; O or S, where R<sup>10</sup> is H, lower alkyl or aryl or R<sup>10</sup> may also be taken together with R<sup>16</sup> or R<sup>13</sup> to form a ring;

Z is NR<sup>13</sup> or CR<sup>13</sup>, where each R<sup>13</sup> is independently H, lower alkyl, aryl or heteroaryl NR<sup>13a</sup>, where R<sup>13a</sup> is H or lower alkyl;

A is NR<sup>17</sup> G=O or SO<sub>2</sub>, where R<sup>17</sup> is H, alkyl or aryl and may be taken together with R<sup>14</sup> to form a ring; when A is NR<sup>17</sup>, B is SO<sub>2</sub>, CO<sub>2</sub> or CR<sup>18</sup><sub>2</sub>, where each R<sup>18</sup> is independently H, alkyl, aryl or heteroaryl; when A is G=O or SO<sub>2</sub>, B is NR<sup>19</sup>, where R<sup>19</sup> is H alkyl or aryl and may be taken together with R<sup>12</sup> to form a ring;

R<sup>13</sup>-and R<sup>14</sup> is are independently H, alkyl, aryl or heteroaryl;

R13 is aryl; and

 $R^{15}$  and  $R^{16}$  are independently H, alkyl, aryl, heteroaryl, halogen, hydroxy, alkoxy or  $NR_2^{21}$ , where  $R^{21}$  is H, alkyl, aryl or heteroaryl, and the pharmaceutically acceptable salts thereof,

wherein the alkyl, aryl, heteroaryl and alkoxy groups are unsubstituted or substituted with one or more groups selected from alcohol, ether, ester, amide, sulfone, sulfide, hydroxyl, nitro, cyano, carboxy, amine, heteroatom, lower alkyl, lower alkoxy, lower alkoxycarbonyl, alkoxyalkoxy, acyloxy, halogen, trifluoromethoxy, trifluoromethyl, alkyl, aralkyl, alkenyl, alkynyl, aryl, cyano, carboxy, carboalkoxy, carboxyalkyl, cycloalkyl, cycloalkylalkyl,

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heterocyclyl, alkylbeterocyclyl, heterocyclylalkyl, oxo, arylsulfonyl and aralkylaminocarbonyl.

- 7. (Withdrawn) A method of treating conditions associated with CCR-9 imbalance by antagonizing the CCR-9 receptor which comprises administering to a patient in need thereof a compound of claim 6.
- 8. (Original) A pharmaceutical composition comprising a compound of claim 6 and a pharmaceutically acceptable carrier or excipient.
  - 9. (New) The compound of claim 6, wherein R<sup>13</sup> is phenyl.
  - 10. (New) The compound of claim 6, wherein  $R^{14}$  is phenyl.
  - 11. (New) A compound selected from:

- 12. (New) A method of treating a condition associated with CCR-9 imbalance by antagonizing the CCR-9 receptor which comprises administering to a patient in need thereof a compound of claim 11.
- 13. (New) A pharmaceutical composition comprising a compound of claim 11 and a pharmaceutically acceptable carrier or excipient.
- 14. (New) A method according to claim 7, wherein the disease is congestive heart failure, stroke, ischemic heart disease, angina, myocardial ischemia, cardiac arrhythmia, essential and pulmonary hypertension, renal disease, acute and chronic renal failure, end stage renal disease, peripheral vascular disease, male erectile dysfunction, diabetic retinopathy, intermittent claudication/ischemic limb disease, ischemic/hemorrhagic stroke, COPD, restenosis, asthma, neurogenic inflammation, migraine, metabolic vasculopathy, bone/cartilage/joint disease, arthritis and other inflammatory disease, fibrosis, pulmonary fibrosis, sepsis, atherosclerosis, dyslipidemia, addiction, schizophrenia, cognitive disorder, Alzheimers disease, impulsivity, anxiety, stress, depression, Parkinsons, movement disorder, sleep-wake cycle, inventive motivation, pain, neuromuscular function, diabetes, gastric reflux, gastric motility disorder, ulcer or genitourinary disease.

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heart failure, stroke, ischemic heart disease, angina, myocardial ischemia, cardiac arrhythmia, essential and pulmonary hypertension, renal disease, acute and chronic renal failure, end stage renal disease, peripheral vascular disease, male erectile dysfunction, diabetic retinopathy, intermittent claudication/ischemic limb disease, ischemic/hemorrhagic stroke, COPD, restenosis, asthma, neurogenic inflammation, migraine, metabolic vasculopathy, bone/cartilage/joint disease, arthritis and other inflammatory disease, fibrosis, pulmonary fibrosis, sepsis, atherosclerosis, dyslipidemia, addiction, schizophrenia, cognitive disorder, Alzheimers disease, impulsivity, anxiety, stress, depression, Parkinsons, movement disorder, sleep-wake cycle, inventive motivation, pain, neuromuscular function, diabetes, gastric reflux, gastric motility disorder, ulcer or genitourinary disease.